

NOTICE OF EXTRAORDINARY GENERAL MEETING 2

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting 2 (“EGM 2”) of Asdion Berhad will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 7 March 2014 at 10.30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Extraordinary General Meeting 1 of Asdion to be held at the same venue on the same day at 10.00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED JOINT VENTURE BETWEEN ASDION BERHAD (“ASDION” OR THE “COMPANY”) AND PROTASCO DEVELOPMENT SDN BHD (“PDSB”), A WHOLLY-OWNED SUBSIDIARY OF PROTASCO BERHAD, IN RESPECT OF THE BUSINESS UNDERTAKINGS OF SUN ROCK DEVELOPMENT SDN BHD (“SRD”) (“PROPOSED JOINT VENTURE”)

“THAT subject to the passing of Ordinary Resolution 2, the provisions under the Companies Act, 1965 and the approvals of the relevant authorities/parties, where relevant/required, being obtained for the Proposed Joint Venture, approval be and is hereby given to Asdion to undertake a joint venture with PDSB, in respect of the business undertakings of SRD, whereby Asdion and PDSB may, subject to the mutual agreement of both parties and the relevant approval(s) being obtained by the respective parties (if required), subscribe to up to an aggregate of 13,940,703 ordinary shares of RM1.00 each in SRD (“SRD Shares”) in accordance with the following proportions:-

Shareholders	Subscription of SRD Shares (up to)	Subscription Monies (up to)
Asdion	5,018,653	RM5,018,653
PDSB	8,922,050	RM8,922,050
Total	13,940,703	RM13,940,703

subject to and upon the terms and conditions set out in the shareholders agreement dated 30 August 2013, as supplemented by the supplemental shareholders agreements dated 6 November 2013 and 12 December 2013, and as varied by the exchange of letters dated 29 December 2013 and 13 February 2014, in relation to the Proposed Joint Venture entered into between Asdion and PDSB;

AND THAT the Board of Directors of Asdion (“Board”) be and is hereby authorised to act for and on behalf of the Company and to take all such steps and do all such acts, matters and things (including entering into all such deeds, agreements, arrangements, transactions, undertakings, transfers and indemnities) as it deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Joint Venture with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Joint Venture and to assent to any conditions, modifications, variations and/or amendments relating to the Proposed Joint Venture as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit and to do all such things as it may consider necessary, desirable, appropriate or expedient in the best interests of the Company.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE BUSINESS OF ASDION AND ITS SUBSIDIARIES (“GROUP”) INTO PROPERTY INVESTMENT AND DEVELOPMENT (“PROPOSED DIVERSIFICATION”)

“THAT subject always to the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company and its subsidiaries and the approvals of the relevant authorities/parties, where relevant/required, being obtained for the Proposed Diversification, approval be and is hereby given to Asdion to diversify the business of the Group into property investment and development, which might reasonably be expected to:-

- (i) contribute more than 25% of the net profits of the Group; and/or
- (ii) result in a diversion of more than 25% of the net assets of the Group to an operation which differs widely from its current operations,

pursuant to Rule 10.13 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad;

AND THAT the Board be and is hereby authorised to act for and on behalf of the Company and to take all such steps and do all such acts, matters and things (including entering into all such deeds, agreements, arrangements, transactions, undertakings, transfers and indemnities) as it deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Diversification with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Diversification and to assent to any conditions, modifications, variations and/or amendments relating to the Proposed Diversification as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit and to do all such things as it may consider necessary, desirable, appropriate or expedient in the best interests of the Company.”

ORDINARY RESOLUTION 3

PROPOSED BUY-BACK ARRANGEMENT BETWEEN ASDION AND PDSB FOR ASDION TO ACQUIRE 64 SRD SHARES, REPRESENTING 64% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF SRD, PURSUANT TO THE TERMS AND CONDITIONS OF THE SHAREHOLDERS AGREEMENT IN RELATION TO THE PROPOSED JOINT VENTURE (“PROPOSED BUY-BACK ARRANGEMENT”)

“THAT subject to the passing of Ordinary Resolution 2, the provisions under the Companies Act, 1965 and the approvals of the relevant authorities/parties, where relevant/required, being obtained for the Proposed Buy-Back Arrangement, approval be and is hereby given to Asdion to:-

- (i) acquire 64 SRD Shares from PDSB for a cash consideration of RM64.00 and simultaneously, Asdion shall settle all the advances, including the advances of RM5,500,000 provided by PDSB to SRD on 2 September 2013 and all subsequent advances to SRD from PDSB and its related corporations (if any) (“Right to Buy Back”);
- (ii) do all things necessary to effect the cancellation of any corporate guarantee(s) or security(ies) provided by PDSB; and
- (iii) procure a third party (such as a new joint venture partner) to assume the guarantee and/or securities of PDSB, if so required, in the event Asdion undertakes the Right to Buy Back, subject to the approval of the relevant financial institutions,

subject to and upon the terms and conditions set out in the shareholders agreement dated 30 August 2013, as supplemented by the supplemental shareholders agreements dated 6 November 2013 and 12 December 2013, and as varied by the exchange of letters dated 29 December 2013 and 13 February 2014, in relation to the Proposed Joint Venture entered into between Asdion and PDSB;

AND THAT the Board be and is hereby authorised to act for and on behalf of the Company and to take all such steps and do all such acts, matters and things (including entering into all such deeds, agreements, arrangements, transactions, undertakings, transfers, guarantees and indemnities) as it deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Buy-Back Arrangement with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Buy-Back Arrangement and to assent to any conditions, modifications, variations and/or amendments relating to the Proposed Buy-Back Arrangement as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit and to do all such things as it may consider necessary, desirable, appropriate or expedient in the best interests of the Company.”

BY ORDER OF THE BOARD

LEE WAI NGAN (LS 00184)
CHAN TOYE YING (LS 00185)
Company Secretaries

Kuala Lumpur
18 February 2014

Notes:-

1. A member of the Company entitled to attend and vote at the EGM 2 is entitled to appoint a proxy to attend and vote in his stead. A member may appoint more than one proxy to attend at the EGM 2. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
2. A proxy may but need not to be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
3. The instrument appointing a proxy or attorney shall be in writing signed by the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the Company’s registered office at Plaza 138, Suite 18.03, 18th Floor, 138 Jalan Ampang, 50450 Kuala Lumpur, not later than 48 hours before the time fixed for the holding of the EGM 2.
5. For the purpose of determining a member who shall be entitled to attend the EGM 2 of the Company, the Company shall request Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 58 of the Company’s Articles of Association and Section 34(10) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 3 March 2014. Only a depositor whose name appears therein shall be entitled to attend the EGM 2 or appoint a proxy to attend and/or vote on his stead.